

# FOOT LOCKER, INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### **Purpose and Authority of Committee**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to oversee matters of corporate governance, to develop and recommend criteria and policies relating to service and tenure of directors, and to ensure that qualified candidates are presented to the Board of Directors for election as directors and members and chairs of committees of the Board. In accomplishing this purpose, the Committee evaluates the current composition and governance of the Board and makes recommendations with regard thereto, makes recommendations concerning the qualifications and retirement policy for Board members, proposes nominees for election to the Board, administers a Board and committee assessment process, and reviews corporate governance issues, trends and other related information in order to make recommendations on specific issues.

The power and authority of the Committee is subject to the provisions of the Business Corporation Law of the State of New York, the Company's Certificate of Incorporation and the By-Laws.

### **Membership**

The Committee shall consist of those directors appointed by the Board of Directors under the provisions of the By-laws. The Board shall appoint the Chair of the Committee. The Committee shall be composed entirely of independent directors, as determined by the Board in accordance with the rules of The New York Stock Exchange. Members shall serve at the pleasure of the Board.

### **Meetings**

The Committee shall meet as determined from time to time by the Board of Directors or as may be called by direction of the Chair of the Committee after consultation with the Chief Executive Officer (the "CEO"). The Committee Chair shall report to the Board of Directors on the results of each Committee meeting.

### **Powers, Duties, and Responsibilities**

The Committee's powers, duties, and responsibilities shall be as follows:

#### ***Corporate Governance***

- Identify and report to the Board on current and emerging corporate governance trends, issues, and best practices applicable to the Company and make recommendations to the Board on such matters as determined by the Committee.
- Develop and periodically review the Corporate Governance Guidelines and make recommendations to the Board of Directors regarding adoption or amendment of the guidelines that the Committee deems appropriate.

- Periodically review the provisions of the Certificate of Incorporation and By-laws, and other plans or policies of the Company related to corporate governance and make recommendations to the Board that the Committee deems appropriate.
- Review and make recommendations to the Board regarding shareholder proposals received by the Company that relate to corporate governance or social issues.
- Periodically review governance trends with regard to non-employee director compensation and communicate the results of the review with the Compensation and Management Resources Committee and the Board.

#### ***The Board and Its Committees***

- Monitor and make recommendations to the Board on matters of Board policies and practices, including policies on director service, assessment, and tenure.
- Establish procedures for the conduct and review of the annual self-assessment by the directors of the Board and its committees, and report to the Board on the results of such self-assessment.
- Make recommendations to the Board of Directors with respect to the Board leadership structure, including recommendations with regard to the independent director to serve as Lead Director (or non-executive Chairman of the Board when the positions of Chairman of the Board and Chief Executive Officer are not combined).
- Make recommendations to the Board of Directors with respect to the size and composition of the Board.
- Make recommendations to the Board on appropriate Board committees and candidates for membership on those committees.
- Review the development of charters for the committees of the Board and recommend the charters to the Board of Directors for approval.
- Perform an annual self-assessment of the Committee.

#### ***Director Search***

- Periodically review and administer a process to identify and review potential director nominees who meet the criteria for new directors. These criteria shall include area of expertise, diversity of experience, independence, commitment to representing the long-term interests of the Company's stakeholders, and other relevant factors, taking into consideration the needs of the Board, the mix of expertise and experience among current directors, and the Company's long-term strategic plan.

- Review the qualifications of candidates and make recommendations to the Board, with respect to nominees for election as directors.
- The Committee shall consider nominees to the Board of Directors recommended by shareholders that comply with the provisions of the Company's By-Laws and relevant law, regulation, or stock exchange rules.

### ***General***

- Delegate authority and responsibility as the Committee deems proper and periodically review such delegations.
- Periodically review this Charter and make recommendations to the Board of Directors with regard to any changes to the Charter that the Committee believes would be desirable.
- Conduct other activities within the scope of the Nominating and Corporate Governance Committee's purpose and authority as the Board may from time to time determine.

### **Rules and Procedures**

The presence of a majority of the Committee members shall be necessary to constitute a quorum. The affirmative vote of a majority of the members present shall be necessary for the adoption of any resolution.

Meeting agendas are developed by the Committee Chair in consultation with the Lead Director (or non-executive Chairman of the Board), the CEO, and the Secretary. Committee members may suggest agenda items by communicating with one of these individuals. Agendas are circulated to Committee members prior to meetings.

### **Resources of the Committee**

The Chair and members of the Committee shall have access to the members of the Company's senior management necessary or desirable to carry out the Committee's work, and the Company shall provide appropriate staff support, as requested by the Committee Chair, to the Committee's work.

The Committee may retain the services of outside counsel or consultants that it considers necessary or appropriate in carrying out its responsibilities, at the Company's cost. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify potential director candidates, including the sole authority to approve the search firm's fees and retention terms. Unless the Committee Chair determines that it would be inappropriate to do so, the Committee Chair shall inform the CEO if the Committee decides to retain the services of outside counsel or consultants.

*May 22, 2019*